

Robinson Lance A
Form 4
October 03, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Lance A

2. Issuer Name and Ticker or Trading Symbol
XPO Logistics, Inc. [XPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O XPO LOGISTICS, INC., 5
AMERICAN LANE

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Accounting Officer

(Street)
GREENWICH, CT 06831

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 10/02/2017 | | M | | 1,667 | A | \$ 0 |
| | | | | | | | 7,901 |
| | | | | | | | D |
| Common Stock, par value \$0.001 per share | 10/02/2017 | | M | | 10,000 | A | \$ 0 |
| | | | | | | | 17,901 |
| | | | | | | | D |
| Common Stock, par | 10/02/2017 | | F ⁽¹⁾ | | 5,479 | D | \$ 12,422 |
| | | | | | | <u>(1)</u> | 67.78 |

value
\$0.001 per
share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (2) | 10/02/2017 | | M | 1,667 | (3) (3) | Common Stock, par value \$0.001 per share | 1,667 |
| Restricted Stock Unit | (2) | 10/02/2017 | | M | 10,000 | (4) (4) | Common Stock, par value \$0.001 per share | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robinson Lance A C/O XPO LOGISTICS, INC. 5 AMERICAN LANE GREENWICH, CT 06831 | | | Chief Accounting Officer | |

Signatures

Karl P. Kirsis, Attorney
in Fact

10/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- No shares were sold by the Reporting Person. These shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements upon the vesting and settlement of the Restricted Stock Units ("RSUs") reported on this Form 4. These RSUs vested on October 1, 2017 as originally scheduled, and were settled on October 2, 2017. This is not a discretionary transaction or open market sale.
- (1) Each RSU represents a contingent right to receive, upon settlement, either (i) one share of Common Stock or (ii) a cash payment equal to the fair market value of one share of Common Stock.
 - (2) The RSUs vest in three annual installments of 1,667, 1,667 and 1,666 shares, beginning on October 1, 2016 and continuing on the first and second anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.
 - (3) The RSUs vest in ten annual installments of 10,000 shares each, beginning on October 1, 2016 and continuing on the next nine anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.

Remarks:

See attached Exhibit 24 - Power of Attorney.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.